



**UBM Development AG**

Vienna, FN 100059 x

("Company")

**Proposals for resolutions of the Management Board and the Supervisory for the  
140<sup>th</sup> Annual General Meeting  
27 May 2021**

- 1. Presentation of the annual financial statements including the management report and the corporate governance report, the consolidated financial statements including the group management report, the proposal for appropriation of the profits and the report prepared by the Supervisory Board for the financial year 2020**

No resolution on this item of the agenda is required, as the presentation of the aforementioned documents only serve to inform the Annual General Meeting.

The annual financial statements for 2020 have already been approved and thus adopted by the Supervisory Board.

- 2. Resolution on the appropriation of profits**

The Management Board and the Supervisory Board propose that the profits of EUR 16,441,193.87 as shown in the adopted annual financial statements as of 31 December 2020 be appropriated as follows:

- (i) distribution of a dividend of EUR 2.20 for each share entitled to a dividend,  
therefore an aggregate dividend amount of EUR 16,438,796.00
- (ii) the remaining amount of EUR 2,397.87  
shall be carried forward

Dividend payment date is 4 June 2021.

- 3. Resolution on the discharge from liability of the members of the Management Board for the financial year 2020**

The Management Board and the Supervisory Board propose that the members of the Management Board who acted in the financial year 2020 are discharged from liability for that period.

**4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2020**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board who acted in the financial year 2020 are discharged from liability for that period.

**5. Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2021**

Following a recommendation of the audit committee, the Supervisory Board proposes that BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1040 Vienna, Am Belvedere 4, shall be elected as auditor (for the financial statements) and group auditor (for the consolidated financial statements) for the financial year 2021.

**6. Resolution on the remuneration report for the financial year 2020**

Pursuant to Section 78c in conjunction with Section 98a of the Stock Corporation Act ("**AktG**"), the Management Board and the Supervisory Board of a listed company have to issue a clear and comprehensible report on the remuneration of the members of the Management Board and the Supervisory Board.

This remuneration report shall provide a comprehensive overview of the remuneration including any advantages of any form granted or owed to current as well as former members of the Management Board and Supervisory Board during the last financial year as part of the remuneration policy (Section 78a in conjunction with Section 98a AktG).

The remuneration report for the last financial year shall be submitted to the Annual General Meeting for voting. The vote has recommendatory nature. The resolution is not subject to appeal (Section 78d (1) AktG).

The Management Board and the Supervisory Board shall make a proposal for the adoption of a resolution on the remuneration report according to Section 108 (1) AktG.

This proposal of the Management Board and the Supervisory Board on the adoption of a resolution regarding the remuneration report as well as the remuneration report shall be made available on the Company's website registered with the Companies Register as of

the 21<sup>st</sup> day prior to the Annual General Meeting in accordance with Section 108 (4) No 4 AktG.

At the meeting on 22 April 2021, the Management Board and the Supervisory Board of UBM Development AG approved a remuneration report pursuant to Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108 (1) AktG.

The remuneration report will be made available on the website of UBM Development AG registered with the Companies Register under [www.ubm-development.com](http://www.ubm-development.com) from 6 May 2021 (21<sup>st</sup> day prior to the Annual General Meeting) at the latest.

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2020, as made available on the website registered with the Companies Register, be adopted.

The remuneration report is attached to this resolution proposal as **Annex /1**.

- 7. Resolution on the revocation of the existing authorisation of the Management Board pursuant to Article 4 (6) of the articles of association and on the simultaneous granting of a new authorisation of the Management Board pursuant to Section 159 (3) AktG, with the approval of the Supervisory Board, to conditionally increase the share capital of the Company, even in several tranches, by up to EUR 1,678,920.00 by issuing up to 559,640 new, no-par value bearer shares for the purpose of executing stock options in the context of the prolongation and extension of the Longterm-Incentive-Programme 2017 to be resolved at this Annual General Meeting (including adjustments of the conditions of the plan 2017) to employees, officers and members of the Management Board of the Company and its affiliates. Resolution on the corresponding amendment to Article 4 (6) of the articles of association as well as on the authorisation of the Supervisory Board to adopt amendments to the articles of association resulting from the issue of shares pursuant to the authorised conditional capital.**

For this agenda item, the Management Board and the Supervisory Board propose that the Annual General Meeting shall adopt the following resolution:

- a)** The authorisation of the Management Board pursuant to Section 159 (3) AktG to conditionally increase the share capital, with the approval of the Supervisory Board, by up to EUR 1,678,920.00 by issuing up to 559,640 new no-par value bearer shares by 11 August 2022, also in several tranches, for the purpose of executing stock options under the Long-term-Incentive-Programme 2017 to employees, officers and members of the Management

Board of the Company and its affiliates, as currently provided for in Article 4 (6) of the articles of association, is revoked.

At the same time, the Management Board is authorised pursuant to Section 159 (3) AktG, with the approval of the Supervisory Board, within five years from registration with the companies register of the authorisation resolved at the Annual General Meeting on 27 May 2021 to conditionally increase the share capital of the Company, also in several tranches, by up to EUR 1,678,920.00 by issuing up to 559,640 new, no-par value bearer shares for the purpose of executing stock options in the context of the prolongation and extension of the Longterm-Incentive-Programme 2017 to be resolved at this Annual General Meeting (including adjustments of the conditions of the plan 2017 [*Planbedingungen 2017*]) to employees, officers and members of the Management Board of the Company and its affiliates. The issue price of the shares shall be the unweighted average of the closing prices of the UBM share (ISIN AT0000815402) on the Vienna Stock Exchange in the period from 24 May 2017 (inclusive) to 21 June 2017 (inclusive). The Supervisory Board is authorised to adopt amendments to the articles of association that ensue as a result of the implementation of the authorised conditional capital increase.

and

b) Article 4 paragraph (6) of the articles of association in the current version shall be revoked. In its place, the following paragraph shall be inserted as a new paragraph (6) in Article 4 of the articles of association:

*"(6) The Management Board pursuant to Section 159 para 3 (section one hundred fifty nine paragraph three) Stock Corporation Act is authorised, within five years from registration with the companies register of the authorisation resolved at the Annual General Meeting on 27 May 2021 to conditionally increase the share capital of the Company pursuant to Section 159 para 2 no 3 (section one hundred fifty nine paragraph two number three) Stock Corporation, also in several tranches, by up to EUR 1,678,920.00 (Euro one million six hundred seventy eight thousand nine hundred twenty) by issuing up to 559,640 (five hundred fifty nine thousand six hundred forty) new, no-par value bearer shares for the purpose of executing stock options in the context of the prolongation and extension of the Longterm-Incentive-Programme 2017 to be resolved at this Annual General Meeting (including adjustments of the conditions of the plan 2017) to employees, officers and members of the Management Board of the Company and its affiliates. The issue price of the shares shall be the unweighted average of the closing prices of the UBM share (ISIN AT0000815402) on the Vienna Stock Exchange in the period from 24 May 2017 (inclusive) to 21 June 2017 (inclusive). The Supervisory Board is authorised to adopt amendments to the articles of association that ensue as a result of the implementation of the authorised conditional capital increase."*

The report on the exclusion of the subscription right regarding agenda item 7. is attached to this resolution proposal as **Annex ./2**.

**8. Resolution on the prolongation and extension of the Longterm-Incentive-Programme 2017 including the adjustment of the conditions of the plan 2017 (*Planbedingungen 2017*)**

The Management Board and the Supervisory Board propose the prolongation and extension of the Longterm-Incentive-Programme 2017 ("**LTIP**"), including the adjustment of the conditions of the plan 2017 (*Planbedingungen 2017*), in particular for the following reasons:

The Company pursues a business strategy that aims at the sustainable development and long-term increase of the Company's value. For this reason, the Company launched the LTIP in 2017. The extension of the LTIP supporting this objective intends to ensure the continued and ongoing loyalty of the members of the Management Board of the Company and other executives (officers and senior employees) of the Company and its direct and indirect subsidiaries ("**UBM Group**") to the UBM Group, the long-term promotion of their motivation and identification with the goals of the UBM Group and the increase of the attractiveness of the UBM Group as an employer. Members of the Supervisory Board are still not to be beneficiaries of this LTIP. The aim is to offer the members of the Management Board and selected executives of the UBM Group the opportunity to participate in the positive economic development of the UBM Group through the continued or first-time participation in the LTIP and in this way to provide a special performance incentive that goes beyond the existing performance-oriented, variable remuneration components. In addition, the prolongation of the LTIP is intended to further advance the ongoing development of aligning the interests of the executives of the UBM Group with those of the shareholders. Finally, it also seems appropriate to prolong and extend the existing LTIP due to the distortions in the capital market caused by the COVID-19 pandemic in 2020.

As with the initial resolution on the LTIP in 2017, in view of Rule 28 of the Austrian Code of Corporate Governance (*Österreichischer Corporate Governance Kodex; "ÖCGK"*), a resolution by the Annual General Meeting is also being sought for the prolongation and extension of the LTIP; Rule 28 ÖCGK provides as a "comply-or-explain" rule that the general meeting shall decide on stock option programmes in case also member of the management board shall be beneficiaries.

For a more detailed explanation, the Management Board and the Supervisory Board refer to the report prepared by the Management Board and the Supervisory Board pursuant to Section 159 (2) no 3 AktG which was published simultaneously with this resolution proposal and which is available on the website of the Company at [www.ubm-](http://www.ubm-)

development.com; the Management Board and the Supervisory Board propose on this item of the agenda that the Annual General Meeting shall adopt the following resolution:

- a) The Annual General Meeting resolves on the prolongation and extension of the Long-term-Incentive-Programme 2017 (LTIP) including the adjustment of the conditions of the plan 2017 (*Planbedingungen 2017*).
- b) The conditions of the plan 2017 (*Planbedingungen 2017*; "**Plan Conditions**") for the LTIP continue to apply unchanged, but with the following changes necessary for the prolongation and extension of the LTIP:

- Amendment of the second paragraph of the preamble to read as follows:

*„Under the LTIP, stock options are to be granted to certain persons, which may be exercised by them after a period of three (3), four (4), five (5) or six (6) years provided that specific participation requirements are met.“*

- Clause 1.3 of the Plan Conditions is supplemented by the following sentence at the end of the provision:

*In the event of multiple participations in the LTIP by Entitled Individuals, but again only up to the maximum number of stock options provided for in clause 4.1 and taking into account the maximum number of Investment Shares defined in each case, the determination authorisations of the Supervisory Board and the Management Board for Additional Entitled Individuals in accordance with these conditions of the plan shall apply mutatis mutandis, in particular for the cut-off dates set out in clauses 2.4, 2.5, 3.1 and 6.2.*

- Clause 6. of the Plan Conditions is amended to include the following paragraphs 6.4.3 and 6.4.4 as follows:

*"6.4.3 in the exercise period from 1 September 2022 to 26 October 2022 ("**Exercise Period 3**") if (i) the unweighted average closing prices of the share of the Company is at least EUR 40.00 in the period from 2 September 2021 (inclusive) to 31 August 2022 (inclusive) during at least five-teen (15) subsequent trading days, and (ii) the ratio of Market Capitalisation (as defined below) to Net Debt (as defined below) as of 31 December 2021 is at maximum 1 : 2.40 (one to two point forty) or below; as well as"*

*"6.4.4 in the exercise period from 1 September 2023 to 26 October 2023 ("**Exercise Period 4**") if (i) the unweighted average closing prices of the share of the*

*Company is at least EUR 40.00 in the period from 1 September 2022 (inclusive) to 31 August 2023 (inclusive) during at least five-teen (15) subsequent trading days, and (ii) the ratio of Market Capitalisation (as defined below) to Net Debt (as defined below) as of 31 December 2022 is at maximum 1 : 2.40 (one to two point forty) or below; as well as“*

- Amendment of clause 6.5 of the Plan Conditions, which is amended to read as follows:

*"6.5       **"Net Debt"** in this clause 6. means long- and short-term bonds, plus long- and short-term financial liabilities, excluding leasing liabilities and reduced by liquid funds, as determined respectively in the audited and approved consolidated annual financial statements of the Company as of 31 December 2019 (with respect to Exercise Period 1), as of 31 December 2020 (with respect to Exercise Period 2), as of 31 December 2021 (with respect to Exercise Period 3) or as of 31 December 2022 (with respect to Exercise Period 4). **"Market Capitalisation"** in this clause 6. means the number of shares issued by the Company respectively as of 31 December 2019 (with respect to Exercise Period 1), as of 31 December 2020 (with respect to Exercise Period 2), as of 31 December 2021 (with respect to Exercise Period 3) or as of 31 December 2022 (with respect to Exercise Period 4) multiplied by the closing price of the shares of the Company respectively on the last trading day of the respective year (last trading day in the year 2019 with respect to Exercise Period 1, last trading day of the year 2020 with respect to Exercise Period 2, last trading day in the year 2021 with respect to Exercise Period 3 or last trading day of the year 2022 with respect to Exercise Period 4)."*

- Amendment of clause 15. of the Plan Conditions, to which the following sentence is added:

*"The conditions of the plan (Planbedingungen) of the LTIP adjusted in relation to its prolongation and extension become effective as of 27 May 2021."*

The adjusted conditions of the plan 2017 (*Planbedingungen 2017*) of the LTIP are attached to this resolution proposal as **Annex ./3**.

**9. Resolution on**

- a) the revocation of the authorisation of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 (1) no 4 and no 8 as well as (1a) and (1b) AktG as resolved by the Annual General Meeting on 29 May 2019, as well as of the authorisation of the Management Board with respect to the disposal respectively utilisation of treasury shares (own shares) pursuant to Section 65 (1b) AktG; as well as**
- b) the authorisation of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 (1) no 4 and no 8 as well as (1a) and (1b) AktG via the stock exchange or by means other than via the stock exchange in a volume of up to 10 % of the Company's share capital, also with exclusion of the proportional right of disposal of shareholders, which may arise in the context of such acquisition (reverse exclusion of subscription rights); as well as**
- c) the authorisation of the Management Board to dispose treasury shares (own shares) by other means than via the stock exchange or a public offer and excluding the shareholders' right to purchase shares (exclusion of subscription rights), as well as**
- d) the authorisation of the Management Board to redeem treasury shares (own shares).**

For this agenda item, the Management Board and the Supervisory Board propose that the Annual General Meeting shall adopt the following resolution:

- a)** The authorisation of the Management Board resolved by the Annual General Meeting on 29 May 2019 to acquire treasury shares (own shares) pursuant to Section 65 (1) no 4 and no 8 as well as (1a) and (1b) AktG, as well as the authorisation of the Management Board also resolved by the Annual General Meeting on 29 May 2019 with respect to the disposal respectively utilisation of treasury shares (own shares) pursuant to Section 65 (1b) AktG is revoked.
- b)** The Management Board is authorised by the Annual General Meeting for a period of 30 months from the date of the resolution pursuant to Section 65 (1) no 4 and no 8 as well as (1a) and (1b) AktG to acquire shares in the Company up to the statutory limit of 10 % of the share capital, taking into account shares in the Company previously acquired. *The consideration per share to be paid on the repurchase must not be lower than EUR 3.00 and not higher than a maximum of 10% above the average of the unweighted closing price of the ten stock exchange trading days preceding the repurchase.* Any acquisition may be carried out via the stock exchange or by means of a public offer or other beneficial means permitted by law, including over the counter or by means of a negotiated purchase from individual shareholders intending to sell their shares, and also with exclusion of the proportional rights of disposal of shareholders, which may arise in the context of such acquisition (reverse exclusion of subscription

rights). The Management Board is further authorised to determine the respective repurchase, whereby the Management Board shall publish its relevant resolution and the respective repurchase programme based thereon, including its duration, in accordance with the statutory provisions (in each case). This authorisation may be performed in full or in part or in several tranches and for one or several purposes by the Company, by a subsidiary pursuant to Section 189a of the Austrian Commercial Code (*Unternehmensgesetzbuch*) or by third parties for the account of the Company. Trading in own shares as the purpose of the acquisition is excluded.

- c) The Management Board is authorised for a period of five years from the date of the resolution with the approval of the Supervisory Board to dispose of or use treasury shares (own shares) of the Company by other means than via the stock exchange or a public offer. The authorisation may be performed in full or in part, also in several tranches and for one or more purposes. The proportional subscription right of the shareholders in case of a disposal or use other than via the stock exchange or by means of a public offer is excluded (exclusion of subscription right).
- d) The Management Board is authorised, without further approval by the Annual General Meeting, to cancel treasury shares (own shares) with the approval of the Supervisory Board. The Supervisory Board is authorised to resolve on amendments to the articles of association resulting from a cancellation of own shares.

The report on the exclusion of subscription rights regarding agenda item 9. is attached to this resolution proposal as **Annex ./4.**

Annex ./1	Remuneration report for the financial year 2020
Annex ./2	Report on exclusion of subscription rights (agenda item 7)
Annex ./3	Adjusted conditions of the plan 2017 ( <i>Planbedingungen 2017</i> ) of the LTIP (agenda item 8)
Annex ./4	Report on exclusion of subscription rights (agenda item 9)
Annex ./5	Revision of the Articles of Association with all intended amendments

Vienna, in April 2021

**The Management Board**

**The Supervisory Board**